

Architectural Review Committee Charter Resolution

WHEREAS Article 8, section 8.1. Of the Shadow Mountain Ranch Community Association By-Laws grants the Board of Directors the powers and duties necessary for the administration of the affairs of the Association;

WHEREAS Article XII, section 12.3, Of the Shadow Mountain Ranch Community Association Covenants, Conditions and Restrictions the grants the Board of Directors the authority to "...appoint, remove and replace from time to time all of the members of the ARC".

NOW THEREFORE, BE IT RESOLVED THAT the following Architectural Review Committee Charter be adopted:

PURPOSE: Shadow Mountain Ranch Community Association (SMRCA) is a Nevada nonprofit corporation. The Shadow Mountain Ranch Community Association Architectural Review Committees ("ARC") is established in accordance with Article XII of the Shadow Mountain Ranch Community Association Covenants, Conditions and Restrictions (CC&Rs). The committee, under the authority and subject to the direction, recommendations, and information from the Board of Directors ("Board") of the SMRCA shall have jurisdiction over all construction, modification, addition or alterations of improvements in the association, to establish criteria for the homogeneous area within the association, to assure the continuity in design and to preserve and improve the appearance of the Community and the property values within.

AUTHORITY:

The specific duties of the SMRCA ARC, their appointment, structure and authority are derived from the By-Laws and CC&Rs of the SMRCA. Any conflict between this Charter, periodically reviewed and approved ARC guidelines and the corporate documents shall be resolved in favor of the Declaration of Covenants, By-Laws, Committee Charter and ARC Guidelines as approved by the Board of Directors, in that order. The ARC is not empowered to financially obligate the Association or spend funds without the expressed prior approval or the Board of Directors.

MEMBERSHIP: The members of the ARC shall be members of the SMRCA in "good standing", as defined in the SMRCA bylaws Section 4.8 throughout their term of office. If there is a vacancy or at the time of annual appointment, the ARC Chair will present at the a Regular session meeting of the SMRCA Board of Directors the name of member(s) recommended for confirmation by the Board.

Persons interested in serving the community through appointment to the ARC should submit an application form outlining their interest and qualifications (including relevant education, personal, and professional experience) to the Board by May 1 of each year unless otherwise extended by the Board. Should there be no non-board members qualified

to serve on the Board to evaluate ARC decisions without bias, the Board may assign from it's Directors, members to the ARC Committee.

2025 COMMITTEE COMPOSITION:

At the meeting on February 19, 2025 the Board of Directors determined the composition of the Committee at this time will be two members of the Board for initial evaluation and approval of all ARCs. If the two appointed ARC Committee members are not in agreement, then the decision on approval will be placed in front of the whole Board of Directors. Should the Board at a later date make the determination to appoint non-Board members to the committee, it will be done by a meeting of the Board and resolution.

All committee members are appointed for one (1) year or less subject to confirmation by the board for any number of consecutive terms as determined by the board. ARC members shall be confirmed by the board at the Regular session meeting following the annual meeting each year. Terms end at the Annual Meeting in May of each year.

A Committee member who is absent from three (3) of the regularly scheduled Committee meetings, consecutively, in a 12-month period, beginning June 1 of each year, is considered to have resigned from the Committee. Whereas the committee by consent of a majority of the committee members, may take any action which they could take in a physical meeting or by obtaining written/email or through electronic meeting methods, a Committee member who fails to participate to three (3) ARC submissions within a 2-month period, beginning June 1 of each year, is considered to have resigned from the Committee. The Board may waive the resignation for illness, emergency, or other good cause at the request of the Committee Chairperson.

COMPENSATION: Committee members serve without compensation, unless otherwise approved by the Board of Directors.

MEETINGS: Meetings of the SMRCA ARC are to held at least once each quarter, more often as necessary to carry out their assignments and responsibilities. Meetings of the SMRCA ARC may be in person, through electronic/ meeting methods, or via email in accordance with SMCRA Bylaws Article 7 section 7.8 "Action Without Meeting". Meetings of SMRCA ARC are open to attendance by any member of the SMRCA who has placed a submission on the agenda. The member may only attend the portion of the meeting related to the discussion, but not the decision of the committee for their agenda item. In general, informal compliance with the parliamentary procedures of Robert's Rules of Order is encouraged unless a more rigorous application is necessary to complete the business of the Committee. Decisions or recommendations of the Committee are approved by a simple majority vote of members present and voting (voting by proxy is prohibited). A majority of the committee members shall constitute a quorum to transact the business of the committee, and the act of the majority of the committee members present at any meeting shall be deemed to be the act of the committee.

REPORTING: The committee shall submit written minutes to the Manager at least seven (7) days prior to the next regularly scheduled meeting of the BOARD. Minutes of the

meetings should include the participants, agenda items, motions/resolutions/recommendations, and Committee votes. In the event a quorum was not present, any minutes from the committee to the BOARD should reflect the members participating in such report.

APPEALING THE DECISION OF THE ARC : Homeowners may appeal the decision of the ARC Committee to the full Board of Directors, if there is new information that was not present to the ARC in the original application. The Board of Directors may consult with the ARC Committee on any appeal.

EMPLOYEES OF THE SMRCA: The chairperson of the committee shall be authorized to consult with the management staff members involved in the activities of the committee but shall not direct the activities of any employee of the SMRCA. Employees of the SMRCA shall confer with the Committee Chairperson to prepare the meeting agenda. Provide technical assistance and administrative support as appropriate.

ETHICS: Members of a Committee are prohibited from contracting with the SMRCA or using their committee position for personal or financial gain. Any member of a committee to the SMRCA who could reasonably be expected to benefit in a direct and substantial way from the possible outcome of a committee action under discussion must disclose each time that item is discussed that he/she has such a conflict of interest and abstain from voting on any motion affecting that interest. Discrimination based on race, creed, sex, or national origin is prohibited.

CONFIDENTIALITY: Members of Committees may come in contact with confidential information related to the applications for architectural review. This information is to be kept confidential unless its release is specifically authorized by the homeowner and the SMRCA board. A breach of this duty, to maintain confidentiality, may be grounds for disciplinary action against the offending individual(s); which may include sanctions, dismissal from the committee or both.

By resolution, the Board of Directors or the Shadow Mountain Ranch Community Association during the regular business meeting on February 19, 2025 adopts this Charter for the Architectural Review Committee.

Attested

DocuSigned by:
Michael Pizzi
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President

DocuSigned by:
ROS O'Dell
40FAFEB0A8DB414...

Vice President

Adopted:
Revised 02/19/2025